

# Exhibit B

### **DEALERSHIP CLASS PLAINTIFFS' ALLOCATION PLAN**

Dealership Class Plaintiffs hereby submit this plan to distribute funds from the settlements in this class action lawsuit: *In re Dealer Management Systems Antitrust Litigation*, MDL 2817, 18-cv-00864 (N.D. Ill.) (the "Allocation Plan"). This document describes the Allocation Plan and how settlement proceeds will be distributed from (i) the proposed \$100 million settlement<sup>1</sup> with CDK ("CDK Settlement"), and (ii) the previously approved \$29.5 million settlement with Reynolds ("Reynolds Settlement") (collectively, "Settlement Funds").

**Attorney Fees, Expenses & Service Awards:** Court awarded attorneys' fees (up to 33.3% of the settlement funds), expenses (up to \$7.5 million), and Class Representative service awards (up to \$10,000 for each Class Representative), will be paid from the Settlement Funds. Expenses and Class Representative service awards will be allocated between the two funds in the amount of 95% from the CDK Settlement fund and 5% from the Reynolds Settlement fund, in recognition of the fact that the expenses were incurred, and Class Representatives' services were provided, principally following the Reynolds Settlement approval in January 2019.<sup>2</sup>

**Claim Form:** Dealers will be required to complete a form ("Claim Form") for each rooftop providing: (i) the name, address, and contact information of the dealership rooftop submitting the claim; and (ii) proof that the dealership rooftop used either a CDK and/or Reynolds DMS during any time from September 1, 2013 to August 15, 2024. Supporting documentation required to be submitted with the Claim Form includes signed DMS contracts with Reynolds and/or CDK establishing the time period the dealership was using either Reynolds' or CDK's DMS. Each

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<sup>1</sup> Under the CDK Settlement, CDK will pay up to \$250,000 for notice and claims administration costs.

<sup>2</sup> In January 2019, the Court authorized the advancement to Dealership Class Counsel of up to \$3 million for expenses, payable from the Reynolds Settlement (ECF No 501). Those expenses will be similarly allocated between the two settlement funds.

rooftop submitting a claim must submit contract documents that cover the entire period of their claimed DMS usage. **Claim Forms must be submitted on a rooftop basis.** In other words, if a single dealership group operated three separate rooftops where they each purchased and used DMS during the applicable Reynolds and/or CDK Settlement Class Period(s)<sup>3</sup>, three separate Claim Forms (one for each rooftop) must be submitted.

**Allocation Plan:** In consultation with Dealership Class Plaintiffs' expert economists, Class Counsel have formulated this Allocation Plan which awards each Settlement Class Member its *pro rata* share of the available Settlement Funds based on the estimated damages applicable to the period the Class Member used a Reynolds and/or CDK DMS.

Many dealers will be eligible to receive payment from both Settlement Classes regardless of which DMS they purchased. CDK Settlement Class Members will be eligible to receive payment from the CDK Settlement fund, and Reynolds Settlement Class Members will be eligible to receive payment from the Reynolds Settlement fund.<sup>4</sup> Because the CDK Settlement covers a longer Class Period than the Reynolds Settlement Class Period, certain dealers may be members of the CDK Settlement Class but not the Reynolds Settlement Class.

Dealers who exclude themselves from the CDK Settlement Class, or previously excluded themselves from the Reynolds Settlement Class, may still be a member of the Settlement Class from which they did not exclude themselves. Such Dealers are eligible for payment from just one settlement fund.

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<sup>3</sup> The Reynolds Settlement Class Period is from January 1, 2015 – October 23, 2018 and the CDK Settlement Class Period is from September 1, 2013 – August 15, 2024.

<sup>4</sup> The CDK Settlement Class has the meaning set forth in the CDK Settlement Agreement (filed herewith) and the Reynolds Settlement Class has the meaning of the "Dealership Class" defined in the Settlement Agreement Between the Dealership Class and Reynolds (ECF No. 427-2); *see* Final Approval Order and Judgment for Settlement between the Dealership Class and Reynolds (ECF No. 502).

CDK Settlement funds will be distributed based on estimated monthly damages from September 1, 2013 through August 15, 2024. Reynolds Settlement funds will be distributed based on estimated monthly damages from January 1, 2015 through October 23, 2018. The estimated monthly damages (as a percentage of total damages of the Settlement Class Period) are then applied to each settlement fund (net of attorney fees, expenses & service awards) to come up with the total amount of funds to be distributed from each settlement fund per month.

From each settlement fund, a qualifying rooftop shall receive, for each month it used a Reynolds or CDK DMS, a share of the net settlement fund for that month, equal to: 1 divided by the number of rooftops who submit qualifying Claim Forms with respect to that month. Because payment amounts are dependent on the number of rooftops with valid claims submitted, individual payment amounts cannot be determined until all claims are submitted and verified.

Under the supervision of the Court, this Allocation Plan may be altered without additional mailed or emailed notice. To stay informed about any changes to the Allocation Plan, please monitor the docket in this matter or visit the Settlement website at: [www.dealershipclassDMSsettlement.com](http://www.dealershipclassDMSsettlement.com).